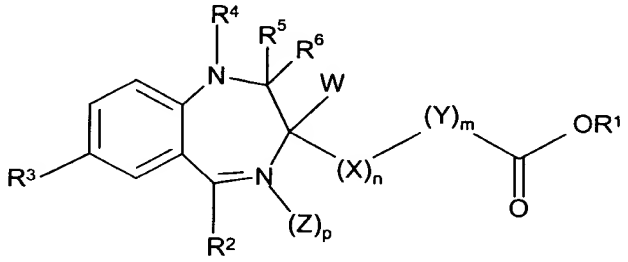
30 are not amended herein, they are included in the following to provide a complete set of claims as pending after the instant amendment. A marked-up copy of the amended claims is attached hereto.

1. (Amended) A compound of formula (I):



Formula (I)

wherein

W is H, a C_1-C_4 branched alkyl, or straight chained alkyl;

X is CH_2, NH or NCH_3; n is 1 or 2;

Y is O or CH_2; m is 0 or 1, provided that if X is CH_2, n is 1 and m is 0, then R^1 is not CH_2CH_3;

Z is O; p is 0 or 1;

R^1 is H, a C_1-C_7 straight chain alkyl, a C_3-C_7 branched chain alkyl, a C_1-C_4 haloalkyl, a C_3-C_7 cycloalkyl, an aryl, a heteroaryl, an aralkyl, or a heteroaralkyl;

R^2 is phenyl, 2-halophenyl or 2-pyridyl,

R^3 is H, Cl, Br, F, I, CF_3 or NO_2; and wherein

(1) R^4 is H, a C_1-C_4 alkyl, or a dialkylaminoalkyl and R^5 and R^6 together represent a single oxygen or S atom which is linked to the diazepine ring by a double bond and p is zero or 1; or (2) R^4 and R^5 together is a double bond in the diazepine ring and R^6 represents the group NHR^7 wherein R^7 is H, C_{1-4} alkyl, C_{1-4} hydroxyalkyl, pyridylC_{1-2}alkyl, imidazolylC_{1-2}alkyl, benzyl, benzyl mono or disubstituted independently with halogen substituents, C_{1-4}alkylpyridyl or C_{1-4} alkylimidazolyl and p is zero;
or (3) R^4, R^5 and R^6 form the group $-CR^8=U-V=$ wherein R^8 is hydrogen, C_{1-4} alkyl or C_{1-3} hydroxyalkyl, U is N or CR^9 wherein R^9 is H, C_{1-4}alkyl, C_{1-3}hydroxyalkyl or C_{1-4}alkoxy, C_{1-4}alkyl, V is N or CH and p is zero; and
pharmaceutically acceptable salts or solvates thereof.

2. (Amended) A compound according to claim 1 wherein
W is H;
X is CH_2 or NH; n is 1;
Y is CH_2; m is 0 or 1, provided that if X is CH_2, n is 1 and m is 0, then R^1 is not CH_2CH_3;
Z is O; p is 0 or 1;
R^1 is H, CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl, 4-pyridylmethyl or 3-pyridylmethyl;
R^2 is phenyl, 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl;
R^3 is Cl, Br or NO_2;
R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$;
R^5 and R^6 together are either O or S; and
pharmaceutically acceptable salts or solvates thereof.

3. (Amended) A compound according to claim 1 wherein
W is H;
X is CH_2 or NH; n is 1;
Y is CH_2; m is 1;
p is 0;
R^1 is H, CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl, 4-pyridylmethyl or 3-pyridylmethyl; provided that if R^1 is 3-

pyridylmethyl or 4-pyridylmethyl, then X is CH_2, n is 1, Y is CH_2, m is 0 or 1, R^2 is 2-fluorophenyl, R^3 is Cl, R^4 is H and R^5 and R^6 together are O;

R^2 is phenyl, 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl,

R^3 is Cl, Br or NO_2;

R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$; provided that when R^4 $CH_2CH_2N(CH_2CH_3)_2$, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3 or benzyl, R^2 is 2-fluorophenyl, R^3 is Cl and R^5 and R^6 together is O;

R^5 and R^6 together are O or S; and

pharmaceutically acceptable salts or solvates thereof.

4. (Amended) A compound according to claim 1 wherein

W is H;

X is CH_2 or NH; n is 1;

Y is CH_2; m is 0 or 1, provided that if X is CH_2 and m is 0, then R^1 is not CH_2CH_3;

p is 0;

R^1 is CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl or 4-pyridylmethyl;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl,

R^3 is Cl, Br or NO_2;

R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$;

R^5 and R^6 together are O or S; and

pharmaceutically acceptable salts or solvates thereof.

5. (Amended) A compound according to claim 1 wherein

W is H;

X is CH_2 or NH; n is 1;

Y is CH_2; m is 0 or 1, provided that if X is CH_2 and m is 0, then R^1 is not CH_2CH_3;

p is 0;

R^1 is CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl or 4-pyridylmethyl; provided that when R^1 is 4-pyridylmethyl, then X is

CH_2, n is 1, Y is CH_2, m is 1, R^2 is 2-fluorophenyl, R^3 is Cl, R^4 is H and R^5 and R^6 together are O;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl,

R^3 is Cl, Br or NO_2;

R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$; provided that when R^4 is $CH_2CH_2N(CH_2CH_3)_2$, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3 or benzyl, R^2 is 2-fluorophenyl, R^3 is Cl and R^5 and R^6 together are O;

R^5 and R^6 together are O or S; and

pharmaceutically acceptable salts or solvates thereof.

6. (Amended) A compound according to claim 1 wherein W is H and X, n, Y, m, Z, p and R^{1-6} for each compound are as follows:

X	n	Y	m	Z	p	R^1	R^2	R^3	R^4	R^5R^6
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	2	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Br	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	2	--	0	$C(CH_3)_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_2CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_2CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH_2CH(CH_3)_2$	2-pyridyl	Cl	H	O
CH_2	1	--	0	--	0	CH_2CH_3	2-fluorophenyl	Cl	H	O

CH_2	1	CH_2	1	--	0	$CH(CH_3)_2$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	CH_3	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	CH_3	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
NH	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
NH	1	CH_2	2	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	S
CH_2	1	CH_2	1	O	1	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	phenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	H	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	H	H	O
CH_2	1	CH_2	1	--	0	CH_3	phenyl	NO_2	H	O
NH	1	CH_2	2	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	3-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O.

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7. (Amended) A compound according to claim 1 wherein W is H and X, n, Y, m, Z, p and R^{1-6} for each compound are as follows:

X	n	Y	m	Z	p	R^1	R^2	R^3	R^4	R^5R^6
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	H	O

CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	2	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Br	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	2	--	0	$C(CH_3)_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_2CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_2CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH_2CH(CH_3)_2$	2-pyridyl	Cl	H	O
CH_2	1	--	0	--	0	CH_2CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH(CH_3)_2$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	CH_3	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	CH_3	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
NH	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
NH	1	CH_2	2	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	S
CH_2	1	CH_2	1	O	1	CH_3	2-fluorophenyl	Cl	H	O.

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8. (Amended) A compound according to claim 1 wherein W is H, p is 0, and X, n, Y, m, R^{1-5} for each compound are as follows:

X	n	Y	m	R^1	R^2	R^3	R^4	R^5 and R^6

CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Cl	CH_3	O.

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9. (Amended) A compound according to claim 1 wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, p is 0, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is Cl, R^4 is H and R^5 and R^6 together are O.

10. A compound according to claim 1 wherein R^4 and R^5 together form a double bond in the diazepine ring, R^6 is the group NHR^7 and p is zero.

11. A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl, R^3 is Cl or Br and R^7 is CH_3, CH_2CH_3, benzyl, 4-pyridylmethyl-, 4-pyridylethyl, $CH(CH_3)_2$, 4-imidazolylethyl or CH_2CH_2OH.

12. (Amended) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, and R^2, R^3 and R^7 are as follows:

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R^2	R^3	R^7
2-fluorophenyl	Cl	CH_3
2-pyridyl	Cl	CH_3
2-fluorophenyl	Cl	CH_2CH_3
2-fluorophenyl	Cl	benzyl
2-fluorophenyl	Cl	4-pyridylmethyl
2-fluorophenyl	Cl	4-pyridylethyl
2-fluorophenyl	Cl	$CH_2CH(CH_3)_2$
2-fluorophenyl	Cl	2-(4-imidazolyl)ethyl
2-fluorophenyl	Cl	CH_2CH_2OH
2-fluorophenyl	Br	CH_3
2-chlorophenyl	Cl	CH_3.

A8 13. (Amended) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is chlorine or bromine and R^7 is methyl.

14. A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is Cl and R^7 is CH_3.

A9 15. (Amended) A compound according to claim 1 wherein p is zero and R^4, R^5 and R^6 together form the group $-C(R^8)=U-V=$.

16. A compound according to claim 15 wherein
W is H;
X is CH_2, n is 1;
Y is CH_2, m is 1;
R^1 is CH_3 or $CH_2CH(CH_3)_2$;
R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl;
R^3 is Cl or Br;
R^8 is H, CH_3 or CH_2OH;
R^9 is H, CH_3, CH_2OH or CH_2O-t-butyl;
U is CR^9 or N; and
V is N or CH.

17. A compound according to claim 15 wherein
W is H;
X is CH_2, n is 1;
Y is CH_2, m is 1;
R^1 is CH_3 or $CH_2CH(CH_3)_2$; provided that when R^1 is $CH_2CH(CH_3)_2$, X is CH_2, n is 1, R^2 is 2-fluorophenyl, R^3 is Cl, R^8 is CH_3, U is N and V is N;
R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl;
R^3 is Cl or Br;
R^8 is H, CH_3 or CH_2OH;
R^9 is H, CH_3, CH_2OH or CH_2O-t-butyl;
U is CR^9 or N; and

V is N or CH.

19. (Amended) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1 and R^1, R^2, R^3, R^8, U and V are as follows:

R^1	R^2	R^3	R^8	U	V
CH_3	2-pyridyl	Br	CH_3	CH	N
CH_3	2-pyridyl	Cl	CH_3	CH	N
CH_3	2-fluorophenyl	Cl	CH_3	N	CH
CH_3	2-pyridyl	Br	H	C-CH_3	N.

20. (Amended) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-pyridyl, R^3 is Br, R^8 is CH_3, U is CH and V is N.

24. (Amended) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal which comprises administering to the mammal an effective amount of a compound of claim 1.

25. (Amended) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal which comprises administering to the mammal an effective amount of a compound of claim 10.

26. (Amended) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal which comprises administering to the mammal an effective amount of a compound of claim 15.

28. Methyl-3-[(3*S*)-7-chloro-5-(2-fluorophenyl)-2-oxo-2,3-dihydro-1*H*-1,4-benzodiazepin-3-yl]propanoate or a pharmaceutically acceptable salt or solvate thereof.

29. Methyl-3-[(3S)-7-chloro-5-(2-fluorophenyl)-2-(methylamino)-3H-1,4-benzodiazepin-3-yl]propanoate or a pharmaceutically acceptable salt or solvate thereof.

30. Methyl-3-[(4S)-8-bromo-1-methyl-6-(2-pyridinyl)-4H-imidazo[1,2-a][1,4]benzodiazepin-4-yl]propanoate or a pharmaceutically acceptable salt or solvate thereof.

31. (New) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1 and R^1, R^2, R^3, R^8, U, and V are as follows:

R^1	R^2	R^3	R^8	U	V
CH_3	2-fluorophenyl	Cl	H	CH	N
CH_3	2-fluorophenyl	Cl	CH_3	CH	N
CH_3	2-fluorophenyl	Cl	H	C-CH_3	N
CH_3	2-fluorophenyl	Cl	H	C-CH_2OH	N
CH_3	2-fluorophenyl	Cl	CH_2OH	CH	N
CH_3	2-pyridyl	Cl	H	CH	N
CH_3	2-pyridyl	Cl	CH_3	CH	N
CH_3	2-pyridyl	Br	CH_3	CH	N
CH_3	2-pyridyl	Br	H	C-CH_3	N
CH_3	2-pyridyl	Cl	H	C-CH_3	N
CH_3	2-pyridyl	Cl	H	C-CH_2OH	N
CH_3	2-pyridyl	Cl	CH_2OH	CH	N
CH_3	2-pyridyl	Cl	CH_3	C-CH_3	N
CH_3	2-chlorophenyl	Cl	CH_3	N	N
CH_3	2-chlorophenyl	Cl	CH_3	N	N
$CH_2CH(CH_3)_2$	2-fluorophenyl	Cl	CH_3	N	N
CH_3	2-fluorophenyl	Cl	H	N	CH
CH_3	2-fluorophenyl	Cl	CH_3	N	CH
CH_3	2-fluorophenyl	Cl	H	C-CH_2O-t-butyl	N
CH_3	2-pyridyl	Cl	CH_3	C-CH_2OH	N.

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32. (New) A pharmaceutical composition comprising a compound of claim 1.

33. (New) A pharmaceutical composition comprising a compound of claim 2.

34. (New) A pharmaceutical composition comprising a compound of claim 28.

35. (New) A pharmaceutical composition comprising a compound of claim 29.

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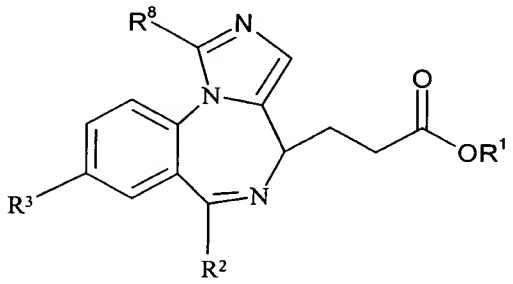
36. (New) A pharmaceutical composition comprising a compound of claim 30.

37. (New) A process for preparing a compound of formula (Ic),



Formula (Ic)

wherein

R^1 is H, C_{1-7} straight chain alkyl, C_{3-7} branched chain alkyl, C_{1-4}haloalkyl, C_{3-7}cycloalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^2 is phenyl, 2-halophenyl, or 2-pyridyl;

R^3 is H, Cl, Br, F, I, CF_3, or NO_2; and

R^8 is H, C_{1-4}alkyl, or C_{1-4}hydroxyalkyl

said process comprising the steps of:

1) reacting a compound of formula (M)